

## Terms of Reference

# Board of Directors

Approved: March 2025

## Purpose and duties of the Board

The Board is responsible for delivering COUNTER Metric's mission to bring the knowledge community together to agree and adopt the global standard for measuring and reporting content usage through normalised metrics, and in doing so is required to:

- Ensure that COUNTER meets the objects for which it was set up as described in the Memorandum and Articles of Association;
- Ensure that COUNTER meets its legal requirements;
- Agree the organisation's strategy and financial plan;
- Monitor the organisation's strategic and financial performance;
- Support, monitor and evaluate the Executive Director;
- Delegate powers and operational oversight to the Executive Committee;
- Approve appointments to the COUNTER Executive Committee, including its Chair;
- Annually report to the COUNTER membership through the Annual Report and Annual General Meeting;
- Convene an Annual General Meeting of the membership.

## Composition of the Board

- The Board of Directors consists of up to seven Directors representing the breadth of the COUNTER community;
- The Board may seek suggestions for new Directors from the Executive Committee and the wider COUNTER membership;
- New Directors are nominated by the Board and appointed by the COUNTER membership at the Annual General Meeting;
- Directors will serve for a fixed term of three years. One further term of three years may be served upon re-appointment.

## Chair of the Board

- The Chair is responsible for ensuring COUNTER adheres to its Memorandum and Articles of Association, and to these Terms of Reference;
- The Chair should help the Board to exercise its responsibilities and ensure the receipt of timely and sufficient information to enable the Board to perform its role;
- The Chair is responsible for ensuring Board meetings are conducted in an atmosphere conducive to constructive and open dialogue;
- The Chair will be elected from within the membership of the Board and will serve for a term of three years. One further term may be served upon re-appointment;

- The Chair will be required to work with and support the Executive Committee and Executive Director outside of formal meetings of the Board;
- The Board may elect a Deputy Chair to serve as the Chair in the Chair's absence.

## **Meetings of the Board**

- The Board will set an annual cycle of meetings of which the agenda will reflect and support COUNTER's business processes;
- Meetings of the Board will usually be held online, unless previously agreed by a simple majority of the Committee;
- The Board agenda will be set by the Chair of the Board advised by the Executive Director;
- The Executive Director will prepare any supporting papers in consultation with the Chair and will circulate these at least three working days before a meeting of the Board;
- The Executive Director will retain digital copies of the Board papers for a minimum of seven years and ensure these are available to Directors on request.

## **Quorum**

- The quorum for the transaction of the business of the Board is three, unless otherwise fixed by the Directors.
- If the numbers of votes for and against a certain proposal are equal, the Chair has a casting vote.

## **Communications**

- The Executive Director shall maintain an email list which facilitates easy communication by Board members.